



The General Service Board of Alcoholics Anonymous Ireland CLG

Code of Business Conduct for the Directors and Company Secretary

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Code of Business Conduct for the Directors and Company Secretary of The General Services Board of Alcoholics Anonymous of Ireland CLG

The present document constitutes the Code of Business/Professional Conduct for the Directors and Company Secretary of The General Services Board of Alcoholics Anonymous of Ireland CLG.

This Code has been prepared via a participative approach and has been approved by the Board of Directors of GSBAA considering best practice, and with guidance from the Charities Regulator.

The document outlines the general principles that govern the operation of The General Service Board of Alcoholics Anonymous of Ireland CLG (GSBAA).

In general, the following Code sets out the basic objectives of Directors of the Board and Company Secretary including:

- The establishment of an agreed set of ethical principles
- The promotion and maintenance of confidence and trust
- The prevention unethical practices

The document is not intended to cover all eventualities and will be subject to review on an annual basis.

It is not foreseen that any guidelines contained in this document will cause difficulties to the Directors, as The General Service Board of Alcoholics Anonymous of Ireland CLG has always operated with the highest standards of integrity and professionalism.

The General Service Board of Alcoholics Anonymous of Ireland CLG will take all necessary measures to ensure that the Code of Conduct is freely available.

A copy will be given to existing and incoming members of the Board and the document will also be made available on the website. It will also be provided to all company members.

The General Services Board of Alcoholics Anonymous of Ireland CLG will make this document available to the Charities Regulator, the Director of Corporate Enforcement, and all other relevant parties, as a recommended guide to best practice.

All Directors and the Company Secretary will be required to indicate in writing that they have received and understood the document and that they agree to comply with its content.

Breaches of the code may result in the Directors or Company Secretary being suspended for a period of time and/or ceasing to be a member of the Board.

Transparency

In a business or governance context, honesty and openness are essential. In general transparency is the quality of being easily seen through. The meaning of transparent is a little different in computer science context, coming closer to meaning invisible or undetectable.

If "someone is transparent" it means that a person cannot or does not hide or conceal anything. It means observers who want to know what this "Someone" is up to, the observers are free to observe. A person who is transparent has no secrets and tells no lies.

Board Effectiveness

An effective board is a board that has diversity in its members and diversity with its talents. In addition to having a broad demographic, an effective board evaluates each individual member's performance, as well as the boards performance as a whole.

Dysfunctionality within a Board

Members of the board of GSBAA should work as a team and make decisions to benefit the organisation. The boards ability to make the best decision is compromised when one or two board members are allowed to dominate the conversation. This may involve harassment of other board members, talking loudly to dominate the conversation or immediately shooting down any dissenting opinions. When certain members dominate meetings, you're looking at a dysfunctional situation.

GSBAA board members should not allow personal and political agendas to cloud their decision making. If board members continually propose moves that would benefit them personally or take a political stance, the image of GSBAA could be compromised. Personal and political agendas also lead to more disagreements among board members, and they are indicative of a dysfunctional board.

GSBAA Directors need to be on the same page when it comes to the future of the company and its initiatives. If board members have conflicting agendas related to the direction of the organisation, it will be hard for the directors to make decisions. In addition to being on the same page as one another board members should be on the same page as the head/Chairperson of the organisation. Conflicting agendas are another sign of dysfunction within an organisations board of directors.

Much of what GSBAA discusses should remain within the board. When board members do not keep this information confidential, problems very often ensue. Board members may think they are simply sharing the information with close friends, but this information can be often misconstrued causing undue stress. Leaking information from board meetings is a sign of a dysfunctional board.

While some of what GSBAA discusses should remain confidential, Directors should become concerned if some directors hold secret meetings (outside of sub-committee meetings of GSBAA) or hold unofficial meetings. Not only may some directors feel left out of these meetings, but decisions could be made without the input of crucial members of the board, or with unethical motives.

All GSBAA Directors meetings should function in an orderly manner. If board members jump from topic to topic, argue with one another or fail to discuss the most important matters at hand, the board is dysfunctional. Directors meetings should have a designated leader/Chairperson and an agenda to ensure board meetings are productive.

Respect

All board members must develop respect for one another based on their common interest in working for the good of GSBAA to keep the board from becoming dysfunctional. A lack of respect between new and older board members or factions is a sign that there may be dysfunctionality within the board. GSBAA meetings ought to be free of hostilities. Directors should strive to foster a positive environment making every effort to ensure business productivity

Non-Participation

Some members sit on a board only for the prestige of the position. These members may attend meetings or rarely speak or offer any opinions on decisions. Those who refuse to participate in the conversation may be as damaging as members who control the conversation and take up space that could be filled by members who work to advance GSBAA. Too many nonparticipants around a board table spells 'dysfunctional'

Consideration should be given to the following:

1. Are the board and committee structures appropriate?
2. Are the committees led effectively?
3. Do we have the right skill set among Directors now and for the future?
4. Do we have an effective succession plan in place?
5. Does the Chair provide effective leadership and set the right tone and culture?
6. Are there sufficient opportunities for feedback and evaluation?
7. Do the directors have a good understanding of the business, industry and Organisational mission?
8. Do directors receive sufficient opportunities for training and development?
9. Is oversight of compliance and reporting effective, robust, and transparent?

Every company is unique, with differing priorities and challenges, so assessment should reflect these and evolve as the business changes. Furthermore, a deep dive into every aspect of board performance each time a review is conducted maybe a case of using a sledgehammer to crack a nut.

General Principles

The principles, which underpin the general ethos of this code, are set out below:

1. Loyalty

The Directors of the Board and the Company Secretary shall acknowledge their responsibility to be loyal to GSBAA and be committed to its aims and objectives. The Board should acknowledge the duty to conform to the highest standards of professional ethics. No Director shall hold membership or affiliation to another organisation or entity which might possibly be considered a potential conflict of interests of GSBAA without the prior knowledge and/or consent of the Board.

2. Integrity

The Board has a commitment to act ethically and honestly. The Board will ensure that its annual accounts and reports accurately reflect its business performance. The Board will not use GSBAA resources or time for personal gain, or for the benefit of anyone other than its members. Directors will disclose any outside employment/business interests in conflict or in potential conflict with the business of the GSBAA.

3. Disclosure of Interests

In compliance with best practice, Ethics in Public Office Act (1995) guidelines, and the requirements of the Charities Regulator, each director of GSBAA and the Company Secretary will, on an annual basis, furnish a statement of interest to the Secretary of GSBAA. This statement should include details relating to his/her employment and all other business interests including shareholdings, professional relationships etc., which could involve a conflict of interest or could materially influence the member in relation to the performance of his/her functions as a member of the Board. Any interests of a Board member's family of which he/she could be expected to be reasonably aware or a person or body connected with the member which could involve a conflict of interest or could materially influence the Board member in the performance of his/her functions should also be disclosed. For this purpose, persons and bodies connected with a member should include:

- a. spouse, parent, brother, sister, child or stepchild.
- b. a body corporate with which the member is associated.
- c. a person acting as the trustee of any trust, the beneficiaries of which include the member or the persons at (a) above or the body corporate at (b) above; and

d. a person acting as a partner of the Board member or of any person or body who, by virtue of (a) - (c) above, is connected with the Board member.

Each member of the Board should furnish to the Company Secretary details of business interests of which he/she becomes aware during the course of his/her directorship.

Where it is relevant in any matter which arises, the Board member should be required to indicate to the Board and the Company Secretary the employment and any other business interests of all persons connected with him/her, as defined above.

If a Board member has a doubt as to whether this Code requires the disclosure of an interest of his/her own or of a connected person, that Board member should consult the Board and the Company Secretary who in turn will raise the matter with a sub-committee of the Board formed to consider the matter.

Details of the above interests should be kept by the Company Secretary in a confidential register and should be updated on an annual basis. Changes in the interim should be notified to the Company Secretary as soon as possible. Only the Company Secretary and the director responsible for Finance of GSBAA should have access to the register.

Should a matter relating to the interests of the Company Secretary or the Director responsible for Finance arise, he/she should depute another director to chair the Board meeting and should absent himself/herself when the Board is deliberating or deciding on a matter in which the Company Secretary/Director with responsibility for Finance, or a person or body connected with the said persons, has an interest.

Board or Company documents on any case that relate to any dealings with the above interests should not be made available to the director/Company Secretary concerned prior to a decision being taken. Fair procedures and adherence to the principles of natural and constitutional justice shall be adhered to at all times. Decisions once taken should be notified to the director.

As it is recognised that the interests of a Director of the Board or Company Secretary and persons connected with him/her can change at short notice, a Director of the Board or the Company Secretary should, in cases where he/she receives documents relating to his/her interests or of those connected with him/her, return the documents to the Secretary/Operations Manager at the earliest opportunity.

A Director of the Board, Company Secretary should absent himself/herself when the Board is deliberating or deciding on matters in which that Board member (other than in his/her capacity as a member of the Board) or a person or body connected with the member has an interest. In such cases a separate record (to which the Director of the Board and the Company Secretary would not have

access) should be maintained; Where a question arises as to whether or not a case relates to the interests of a Director or a person or body connected with that Director of the Board the Company Secretary / Director responsible for Finance, the Board should determine the question.

4. Information

The Board of Directors will conduct its activities in a confidential and objective manner. The Directors and the Company Secretary will support the management and employees of the General Service Board of Alcoholics Anonymous of Ireland CLG for the provision of access to general information relating to the body's activities in a way that is open and that enhances its accountability to its members subject always to strict adherence to the Traditions and Concepts relating to anonymity save as may be required by law.

Directors and the Company Secretary have a commitment not to acquire information or business secrets by improper means.

Members of the Board are not permitted to disclose any confidential information obtained while performing or as a result of performing any activities on behalf of GSBAA.

The above requirements do not apply to information already in the public domain or in the possession of the person prior to undertaking the activities.

The Directors and Company Secretary will comply with relevant statutory provisions such as General Data Protection Regulations and Freedom of Information Act. Based on the latter, Directors and Company Secretary will respect the confidentiality of sensitive information held by GSBAA.

This would constitute material such as:

- All sensitive information (including but not limited to future plans or details of major organisational or other changes such as restructuring);
- Personal information and Information received in confidence by GSBAA, the Directors and Company Secretary will observe appropriate prior consultation procedures with third parties where, exceptionally, it is proposed to release sensitive information in the public interest. Former Directors and former Company Secretaries should treat personal and commercial information received while acting in that capacity as confidential.

5. Legal Obligations

The Directors and Company Secretary of The General Services Board of Alcoholics Anonymous of Ireland CLG also have statutory duties and obligations

at law and it is the responsibility of each Director and Company Secretary to act in conformity with the applicable provisions of those Acts and the law generally.

The Board will fulfil all regulatory and statutory obligations imposed on The General Service Board of Alcoholics Anonymous of Ireland CLG and by Conference.

The General Service Board of Alcoholics Anonymous of Ireland CLG shall act according to law and apply the rules and procedures laid down in Irish and relevant European legislation.

The Board shall take due care that decisions which affect the rights or interests of individuals have a basis in law and that their content complies with the law.

Where individual Board members and the Company Secretary become aware of non-compliance with any legal obligation, they should immediately bring this to the attention of their fellow Board members with a view to having the matter rectified.

All Directors and the Company Secretary shall comply with The General Services Board of Alcoholics Anonymous of Ireland CLG tendering and purchasing policies, as well as comply with prescribed levels of authority for sanctioning any relevant expenditure.

6. Board Directors and the Company Secretary

Board Directors and the Company Secretary should use their reasonable endeavours to attend every Board meeting. The Board should meet at least eight times a year, retain full and effective control over the body and monitor the executive management and performance of the General Service Board of Alcoholics Anonymous of Ireland CLG.

A Director or Company Secretary who absents himself/herself from three consecutive Board meetings (or six in any one year) without the appropriate prior notice being given, shall cease to be a member of the Board, unless exceptional circumstances dictate otherwise. Director/Company Secretary will be notified in advance of this taking effect.

Any special leave of absence from the Board of Directors should be shall cease to be a member of the Board. This is on the understanding that the Director/Company Secretary will be notified in advance of this taking effect.

A director who wishes to resign from the Company may do so by letter addressed to the Company Secretary and with effect from the receipt of such letter by the company, such member shall cease to be a director of the Company.

The Directors of the Board and Company Secretary of GSBAA shall be required to retire/rotate in accordance with the company Constitution and the Service

Handbook for Ireland. No Non-AA member Director shall be entitled to serve on the Board of Directors for more than two consecutive terms. No AA member Director shall be entitled to serve on the Board of Directors for more than one term. On the invitation of the GSBAA the Company Secretary may be asked, at the commencement of their fourth year if he/she will extend their position for a further period of one year. Service by a person in the role of Company Secretary shall not disentitle that person from going on to serve subsequently as a Director.

The quorum necessary for the transaction of business of the Directors may be fixed by the Directors, and unless so fixed shall be four of the Directors of the Company at the time of the meeting.

The Board should have a formal schedule of matters specifically reserved to it for decision to ensure that the direction and control of the company is firmly in its hands. This schedule includes, but is not limited to, the following:

- All matters connected with the Prudent Reserve
- Significant acquisitions, disposals, and assets of GSO
- major investments and capital projects, delegated authority levels, treasury policy and risk management policies
- approval of terms of major contracts
- approval of annual budgets and corporate plans
- Production of annual reports and accounts
- appointment and assessment of performance of Operations Manager and employees.
- amendments to pension benefits of Operations Manager and employees.

The collective responsibility and authority of the Board should be safeguarded. Excessive influence on Board decision-making by individual members should be avoided, while allowing Board members the opportunity to fully contribute to Board deliberations.

The Board, as a matter of principle and good practice, shall strive to act unanimously and in accordance with Group Conscience. In the unlikely event of an equality of votes, the Chairman of the Board of Directors shall have the casting vote.

7. Fairness

The Directors and Company Secretary are committed to fairness in all business dealings and will value and treat all clients equally. Directors and Company Secretary must comply with employment equality and equal status legislation. When taking decisions, the General Services Board of Alcoholics Anonymous of Ireland CLG shall ensure that the principle of equality of treatment is respected.

The General Service Board of Alcoholics Anonymous of Ireland CLG is an equal opportunities employer and requires that staff appointments are made based upon demonstrably objective criteria and that recruitment procedures are always adhered to.

8. Impartiality and Independence

It is recognised that each Director of the Board and Company Secretary has been duly nominated. Notwithstanding this, when taking decisions the GSBA, Directors of the Board and Company Secretary must always act in the interest of the company as a whole and not in the interest of their province or only a section of the members of the Board.

The Board shall be impartial and independent. They shall abstain from any preferential treatment on any grounds whatsoever.

They shall not be guided by any inappropriate influences of whatever kind, including political influences, or by personal interests. No director of the Board or Company Secretary shall use the fact of membership of the Board to advance their professional career or for personal gain other than stating the fact that they served or serve as a Director of the Board or Company Secretary of the General Service Board of Alcoholics Anonymous of Ireland CLG on their Curriculum Vitae;

When taking decisions, the Directors of the Board and Company Secretary shall take into consideration all relevant factors and give each of them its proper weight in the decision, whilst excluding any irrelevant element from consideration.

9. Absence of Abuse of Power

Directors of the Board and Company Secretary's powers shall be exercised solely for the purposes for which they have been conferred. Directors of the Board and Company Secretary shall in particular avoid using those powers for purposes which have no basis in the law or which are not motivated by any public interest.

10. Hospitality

Directors of the Board and Company Secretary shall avoid the giving or receiving of corporate gifts, hospitality, preferential treatment or benefits which might affect or appear to affect the ability of the offer or the recipient to make independent judgement on transactions.

GSBAA board members may not approach any business with which they have contact through their official duties seeking sponsorship or support for any club, association, trade union or other organisation as outlined in AA's Traditions and Concepts.

It is impossible to lay down hard and fast rules covering the acceptance of hospitality in all possible circumstances. The overriding concern is that the actions of the General Service Board of Alcoholics Anonymous of Ireland CLG will not bring the fellowship of AA into disrepute.

GSBAA directors must be above suspicion and not give rise to any conflict of interest and their dealings with commercial and other interests should bear the closest possible scrutiny.

It is accepted that Directors should not be put in a position where they cannot accept what are regarded as normal courtesies in business relationships. That being said, in their contacts with outside organisations or persons, every care must be taken by GSBAA directors to ensure that their acceptance of hospitality does not influence them, and could not reasonably be seen to influence them, in discharging their official duties

11. Responsibility

The Company Secretary will ensure circulation of this Code of Business Conduct to all directors for their retention.

The directors must acknowledge in writing receipt of the code and understanding of same and their willingness to comply with these.

12. Review

Directors of the Board and Company Secretary should review annually the effectiveness of all systems of internal controls, including financial, operational and compliance controls; The Directors and Company Secretary have a commitment to review the Code of Conduct on an annual basis.

Should it be found that any director is failing to fulfil their core duties and obligations as outlined, it is the prerogative of the Board to ask that person to step down.